

# **EXHIBIT 54**

**REDACTED VERSION OF  
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SEALED**

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

WAYMO LLC, )  
)  
Plaintiff )  
)  
vs. ) 3:17-cv-00939-WHA  
)  
UBER TECHNOLOGIES, INC.; )  
OTTOMOTTO LLC; OTTO TRUCKING )  
INC. )  
)  
Defendants )  
-----)

HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY  
Videotaped Deposition of Michael Epstein  
San Francisco, California  
Tuesday, August 22, 2017  
Pages 1 - 119

Reported by:  
JOANNE M. FARRELL, RPR, CRR  
CSR Nos. 4838(CA) 506(HI) 507(NM)  
Job No. 2684995  
  
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Plaintiff )  
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UBER TECHNOLOGIES, INC.; )  
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Defendants )  
\_\_\_\_\_)

Videotaped Deposition of Michael Epstein,  
taken on behalf of Defendants, at 425 Market Street,  
Suite 3400, San Francisco, California 94105,  
beginning at 9:14 a.m., on Tuesday, August 22, 2017,  
before Joanne M. Farrell, Certified Shorthand  
Reporter No. 4838.

1 technology capabilities were going, where they could 9:44:22AM  
2 be going, where we thought they could go, and where  
3 we would plan.

4 Q. When you made your more formal  
5 presentations to people like Sebastian Thrun, did 9:44:33AM  
6 your group make a recommendation with respect to  
7 tasks?

8 A. So from my recollection, I mean, there was  
9 a decision made by the entire team to perceive  
10 tasks. I don't recall exactly, you know, was that a 9:44:52AM  
11 recommendation from our team independently or was  
12 it, sort of, throughout the course of discussions.  
13 I don't recall.

14 Q. So focusing first on the four of you that  
15 were doing the underlying work, did the four of you 9:45:04AM  
16 have discussions amongst yourselves as to whether  
17 you thought it was a good idea to enter the [REDACTED]  
18 [REDACTED] with autonomous vehicles?

19 A. I don't recall, like, specific ones but  
20 almost certainly if we were doing our job right we 9:45:19AM  
21 did have discussions like that, yes.

22 Q. Because you would have expected to have  
23 those discussions before you made your presentation  
24 to the other folks?

25 A. Certainly in the course of doing our work 9:45:29AM

1 we would, the four of us, discuss all the different 9:45:32AM  
2 possibilities amongst ourselves and with the folks  
3 from the project that I mentioned as well.

4 Q. When during that time period -- you said  
5 the fall of 2012 until January of 2013. When during 9:45:43AM  
6 that window was a decision made that yes, we should  
7 look at definitely pursuing [REDACTED] as an opportunity  
8 for autonomous vehicles?

9 A. I don't recall an exact date. I don't  
10 recall an exact date. 9:46:04AM

11 Q. Was it towards the beginning, the middle,  
12 or the end of that time period?

13 A. I don't recall exactly.

14 Q. Do you have a general recollection?

15 A. And are you asking, like, when did we 9:46:18AM  
16 decide as a group to investigate [REDACTED] or [REDACTED]

[REDACTED]

[REDACTED]

19 Q. Why don't you give me both, if you can. I  
20 assume you decided to look into it fairly early on 9:46:32AM  
21 in the course of your project. Would that be fair?

22 A. Yes, that would likely be fair.

23 Q. And so when was the latter decision made  
24 that it would be [REDACTED]

[REDACTED]

9:46:44AM

1 A. Got you. Got it. 9:46:45AM

2 Yeah. Again, I don't recall that

3 specific -- a date. And I don't recall -- I don't

4 recall a specific date. I mean, one thing I do

5 recall is certainly -- I don't know that it would 9:46:59AM

6 be -- I wouldn't paint it as a decision. The way

7 these things typically are is there's a lot of

8 discussion, people form ideas, beliefs along the

9 way; and when that exact final decision was hey, we

10 are doing this, I'm struggling to recall. I don't 9:47:15AM

11 recall.

12 Q. Would it have been at some point before you

13 ended your work on that project?

14 A. I believe yes, I believe that was correct.

15 Q. How did your work on the project end? 9:47:28AM

16 A. How did it end? That's a good question.

17 How did it end? Well, I think the group

18 reached a decision on a technology and a

19 [REDACTED] path which was the "ask" for our

20 group, so that was the natural end of it. 9:47:49AM

21 Q. So once a decision had been made that they

22 were going to pursue [REDACTED]

23 with autonomous vehicles, there was nothing else for

24 the four of you to do?

25 A. I wouldn't -- that's not how I would say 9:48:05AM

1 it. I mean, I think, generally, on the projects 9:48:07AM  
2 like that, you don't end that day. You know, they  
3 are sort of -- you know, they are still hand off of  
4 materials or, you know, making sure other things get  
5 documented or understanding, if there are loose 9:48:22AM  
6 ends, what those loose ends could be and if they  
7 need to be pursued. So I don't think I'd ever been  
8 on a project where it ended right on the date of a  
9 presentation.

10 Q. Right. Fair enough. 9:48:34AM

11 Who made the decision to pursue [REDACTED] with  
12 your autonomous vehicles?

13 A. To my recollection it was the whole team.  
14 The team made the decision.

15 Q. And when you say "the whole team," who are 9:48:50AM  
16 you referring to?

17 A. Mostly the set of folks that I mentioned  
18 earlier. So the leadership of Chauffeur.

19 Q. Sebastian Thrun, Anthony Levandowski, and  
20 those other names? 9:49:04AM

21 A. Yes, that is correct.

22 Again, I might have been missing a few, but  
23 those are the ones that stand out most, that I  
24 remember mostly.

25 Q. Did you agree with the decision that they 9:49:13AM

1 reached to pursue [REDACTED] with autonomous 9:49:15AM  
2 vehicles?

3 A. Did I agree with that decision? Yes, I  
4 did.

5 Q. Why? 9:49:23AM

6 A. So my -- I'm trying to recall my view at  
7 the time because it's evolved a little, maybe. But  
8 my view at the time was, I think, predicated on a  
9 couple of beliefs. [REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] 9:50:24AM



1           There's probably other reasons as well.           9:50:29AM  
2       Those were, I think, the ones that stuck out that I  
3       recall right now.  
4           Q.   And your best recollection sitting here  
5       going is that that decision to pursue [REDACTED] with           9:50:37AM  
6       autonomous vehicles was made at some point before  
7       January of 2013?  
8           MS. CANDIDO:   Objection.  
9           THE WITNESS:   Yeah, again, I don't recall  
10      an exact date.   9:50:52AM  
11      BY MR. GONZALEZ:  
12           Q.   Well, your work on the project ended when?  
13           A.   I think, like I said before, sometime after  
14      the New Year's.   I can't recall exactly when.  
15           Q.   Right.   And so that's why -- I'm not trying   9:51:04AM  
16      to, necessarily, trap you; I'm just trying to get an  
17      idea of what the timeline is.  
18           A.   Sure.  
19           Q.   So that certainly by February your work was  
20      generally done; is that fair?                           9:51:13AM  
21           A.   To my recollection around that time is when  
22      the project ended, yeah.  
23           Q.   All right.   So would it be fair to say that  
24      at some point before February of 2013 a decision had  
25      been made to pursue the [REDACTED] with autonomous   9:51:28AM

1 vehicles? 9:51:32AM

2 A. I believe that would be a fair statement,  
3 yeah.

4 Q. Was there some kind of report prepared for  
5 more senior management with that recommendation? 9:51:39AM

6 A. Well, Chris was the leader of Chauffeur, so  
7 there wasn't -- there wasn't anybody more senior  
8 than Chris on Project Chauffeur.

9 Q. Did you ever make any presentations on this  
10 topic during that time period to more senior 9:51:52AM  
11 executives within Google, such as Mr. Page or  
12 Mr. Brin?

13 A. Oh, I beg your pardon. I thought you were  
14 referring to Chauffeur before.

15 I never made any -- let's see. At that 9:52:05AM  
16 time I don't recall making a personal presentation  
17 to Larry or Sergey. We did -- my team did make a  
18 presentation -- I think I might have been there.  
19 Don't recall exactly. Probably -- to Patrick

20 Pichette, who was the CFO at that time, where 9:52:23AM  
21 Krystal Gill led our group. Patrick was her boss,  
22 so she reported it to him. So as part of his ops  
23 team's, kind of, periodically, we would give updates  
24 to Patrick. So I know that to be the case.

25 Q. Would there have been a PowerPoint of some 9:52:39AM

1 sort presented for that meeting with the CFO? 9:52:42AM

2 A. Almost certainly we made up a slide  
3 presentation. I can't recall how much of it we  
4 actually walked Patrick through.

5 Q. Busy? 9:52:54AM

6 A. He's a busy man. So sometimes I don't  
7 recall if we flipped slides with him, how many of  
8 the slides -- or did we, sort of, just give a  
9 sit-down in a room like this and have a  
10 conversation. I can't recall specifically which of 9:53:03AM  
11 those.

12 Q. Generally speaking, was the point of the  
13 slides to explain why the group concluded that

14 [REDACTED]

15 [REDACTED] was the preferred approach? 9:53:15AM

16 A. Um, I believe, yeah, I think -- I believe  
17 the point was to share with Patrick the nature of  
18 what our project was as generally, kind of, show him  
19 a lot of the work product, what we did, how we came  
20 to something else as we did, and then, yep, how the 9:53:35AM  
21 group came to the decision.

22 Q. Did the CFO agree with that decision?

23 MS. CANDIDO: Objection.

24 THE WITNESS: To my recollection, I believe  
25 he did. 9:53:48AM

1 BY MR. GONZALEZ: 9:53:49AM

2 Q. What was the next project that you  
3 participated in that involved autonomous vehicles  
4 after this project ended in January or February of  
5 2013? 9:54:02AM

6 A. Let's see. When was it? Again, I'm  
7 playing back the history books here. So that was  
8 February 2013, like you said.

9 Then I believe the next one was another  
10 project for Chauffeur in the spring of 2014. 9:54:25AM

11 Q. Was there a name for that project?

12 A. No, we didn't really have a name for it.

13 Q. And what was it that you were involved in,  
14 in the spring of 2014?

15 A. So at that time Chris was still leading the 9:54:48AM  
16 group and Claire Hughes Johnson had recently joined  
17 as well to start leading a business team, and so the  
18 project there was A, she didn't have a team, so she  
19 was just, kind of, generally looking for some

20 support from some business, kind of, books; but then 9:55:07AM  
21 B was also helping think about securing the next set  
22 of vehicle platform for the team.

23 Q. What does that mean, "securing the next set  
24 of vehicle platforms"?

25 A. So, as I'm sure you folks are aware, we 9:55:25AM

1 I, the undersigned, a Certified Shorthand  
2 Reporter of the State of California, do hereby  
3 certify:

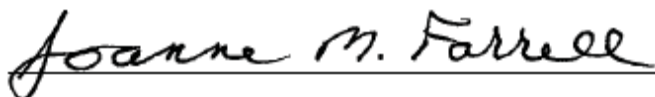
4 That the foregoing proceedings were taken  
5 before me at the time and place herein set forth;  
6 that any witnesses in the foregoing proceedings,  
7 prior to testifying, were administered an oath; that  
8 a record of the proceedings was made by me using  
9 machine shorthand which was thereafter transcribed  
10 under my direction; that the foregoing transcript is  
a true record of the testimony given.

11 Further, that if the foregoing pertains to the  
12 original transcript of a deposition in a Federal  
13 Case, before completion of the proceedings review of  
the transcript { } was {X} was not requested.

14 I further certify I am neither financially  
15 interested in the action nor a relative or employee  
16 of any attorney or any party to this action.

17 IN WITNESS WHEREOF, I have this date  
18 subscribed my name.

19 Dated: August 22, 2017  
20  
21  
22

23   
24

25 Joanne M. Farrell, CSR No. 4838